

TENNESSEE REGULATORY AUTHORITY

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Deborah Taylor Tate, Chairman
Pat Miller, Director
Sara Kyle, Director
Ron Jones, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

March 31, 2004

Charles B. Welch, Jr.
Farris Matthews Branam Bobango Hellen & Dunlap, PLC.
618 Church Street, Suite 300
Nashville, TN 37219

**RE: Petition of Time Warner Telecom, Inc., Time Warner Telecom Holdings, Inc.
and Time Warner Telecom of the Mid-South, LLC for Approval to Issue
Debt. Docket No. 04-00051.**

Dear Mr. Welch:

In anticipation of the debt issuance as set forth in the Petition, enclosed is a staff data request which will allow us to more effectively review the petition. This is Staff Data Request No. 3. It is requested that you provide thirteen (13) copies when submitting your response. The response should be received in this office no later than April 6, 2004.

1. How much savings in interest expenses will be realized by TWTC Holdings as a result of these transactions? Specify with details.
2. What interest rate will apply for the \$150 million credit facility? Explain in details.
3. In the Form 10-K filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2003, TWT Inc. states the following at page 45: "... as adjusted for the impact of the issue of the 2011 Notes, and 9 $\frac{1}{4}$ % Senior Notes and the repayment of the credit facility **that occurred in February 2004.**" (emphasis added) Are we right to assume that some or all of the transactions have been consummated before approval by some state public service commissions? Explain.

If you have any questions concerning this data request, please contact me at 615-741-2904, ext. 150.

Sincerely,

Aster Adams, Chief
Market Monitoring and Economic Analysis Division

AA04-00051TWTC